



SOUTH AFRICAN COLLIERY ADMINISTRATIVE & FINANCIAL MANAGERS' ASSOCIATION

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An Association not for gain

VAT NO:4770183426

CONSTITUTION AND RULES of the South African Colliery Administrative and Financial Managers' Association (as revised and amended on 15 March 2019)

1. NAME

The name of the Association shall be

THE SOUTH AFRICAN COLLIERY ADMINISTRATIVE AND FINANCIAL MANAGERS' ASSOCIATION.

2. OFFICE

The office of the Association shall be at Witbank or at such other place as may be fixed from time to time.

PREAMBLE

Any reference in the Constitution and Rules, unless inconsistent with the context, to words importing the masculine gender shall include the feminine and vice versa; words importing the singular shall include the plural and vice versa.

3. OBJECTIVES

The objectives of the Association shall be:

- a) To consider and promote the advancement of all matters appertaining to mine administrative and financial practice on collieries.
- b) To encourage full discussion and study of mine administrative and financial work.
- c) To recommend on matters of importance affecting the coal mining industry.
- d) To do all such other things as are incidental or conducive to the attainment of the above objectives.

4. MEMBERSHIP

4.1 Ordinary Members

Ordinary members of the Association shall consist of the Financial Administrative Manager or equivalent and his direct reportees provided that these direct reportees occupy a job level which is acceptable by the Council. All appointments as Ordinary members will be approved by Council on a written application supported by two (2) ordinary members.

4.2 Associate Members

Associate members of the Association shall consist of members in an occupation equal to one level below of an accountant and will be approved by Council on a written application supported by two (2) ordinary members.

The Council may approve on application, at its discretion, any other suitably qualified person as an Associate member.

4.3. Candidate Membership

Candidate members of the Association shall consist of members who are professional in training at a mining company or mine who hold a tertiary qualification and are enrolled in the mine professional training programme.

All such appointments will be approved by Council on a written application supported by two (2) Ordinary Members.

4.4 Honorary Life Membership

The Council shall have the power to select to Honorary Life Membership of the Association any past President who has retired from the Mining Industry.

Honorary Life members shall be entitled to attend General Meetings of the Association and to take part in any discussions but shall not have the right of voting.

4.5. Honorary Associate Membership

The Council shall have the power to select to Honorary Associate Membership of the Association any member on retirement from the Mining Industry whose service to the Association, in its opinion merits such selection.

Honorary Associate members shall be entitled to attend General Meetings of the Association and to take part in any discussions but shall not have the right of voting.

4.6 Associate Retired Membership

Members proceeding on retirement will qualify as an Associate retired member at a special annual subscription fee.

5. GENERAL PROVISION

5.1 The Annual Subscriptions shall become due in January and payable on March 1st of each year. The amount of the annual subscription will be determined by Council.

- 5.2 Any member whose subscription shall be in arrears for a period of three months may at the discretion of the council, be struck off the list of members. The Council shall have power to restore such membership on payment of all arrears.
- 5.3 Ordinary members or Associate members admitted after 1st September in any year shall pay half the annual subscription in respect of the year in which they are admitted.
- 5.4 The financial year of the Association shall end on the last day of December of each year.

6. **CONSTITUTION AND FUNCTIONS OF THE COUNCIL**

6.1

- a) A Council consisting of a President, Vice President, the immediate Past President and ten (10) members, each of who shall be an Ordinary Member of the Association, shall conduct the Affairs of the Association. Council may at its discretion co-opt members onto Council for a special task for maximum period of two (2) years.
- b) The President and Vice-President shall be elected annually from sitting Council Members by the outgoing Council at a meeting prior to the Association's Annual General Meeting.
- c) Each member of Council shall be entitled to appoint an alternate to attend Council meetings in their place.

The Rules governing the participation of alternates at Council meetings shall be determined by Council members at a Council meeting from time to time.

- d) The Council shall have the power to co-opt members of the Association to serve on Council, provided such members add value to the Council and would contribute positively to the Association's affairs, subject to the ratification by Ordinary members at a General Meeting or at an Annual General Meeting.

A co-opted member shall have the full rights of an elected member of Council and shall hold office for one year but shall be eligible for re-appointment at the discretion of Council.

The Council may terminate the appointment of co-opted members at its discretion.

Past Presidents will be co-opted onto council for their specific skills and/or to ensure the uncompromised continuation of the strategic objectives of the Association.

6.2

- a) The ten (10) members to the council will be elected annually at the Annual General Meeting.
- b) The Council members elected at the previous AGM will remain on council & the balance of council will be elected from the ordinary membership by Ordinary members.
- c) The ordinary members at the preceding Bi-Monthly General Meeting shall propose nominations from ordinary members for the Council.

- d) The members of council whose term has lapsed as per (6.2b), as well as the immediate past president, do not need any further nomination by Ordinary members to be eligible for re-election by Ordinary members at the Annual General Meeting.
 - e) Council should be representative of ALL Mining Houses that form part of SACAFMA and should comprise of Ordinary members from ALL Mining houses. Therefore, nominations to Council should be limited to a maximum, of three (3) nominations per Mining House & each of those Mining houses will be represented by the person or persons that have received the most amount of votes for that specific Mining house's nominations. In the event of a mining house having more than 3 nominations, the relevant mining house will determine, by a separate vote, the 3 persons to be nominated.
 - f) In the event of a tied vote, the President will have the deciding vote.
- 6.3** The Council may fill any vacancy occurring on the Council during the year from the Ordinary Members until the next Annual General Meeting. If applicable the member not on Council who attracted the highest number of votes during the last Annual General Meeting will be called for.
- 6.4** If any member of the Council should be absent from two consecutive meetings of the Council without leave and has after being counseled by the Council members continued to display a lack of interest in the Council activities, he/she shall, ipso facto, cease to be a member thereof.
- 6.5**
- a) Ordinary Meetings of the Council shall be held bi-monthly unless otherwise decided by the Council.
 - b) Seven (7) members shall constitute a quorum at any Council Meeting, and the chair shall be taken at all meetings by the President, or in his absence by the Vice President, but should neither be present, the meeting shall proceed to elect a Chairman from the members present.
- 6.6** Special Council Meetings may be called at such times as the Council may appoint or may be called by the President or on a requisition in writing of any three members of the Council.
- 6.7** The Council may act notwithstanding any vacancy in its number.

7. POWERS OF THE COUNCIL

- 7.1** The management of the business and the control of the Association and its property and assets shall be vested in the Council.
- 7.2** In the event of the Council being of opinion that any resolution passed at any General Meeting of members is against the best interest of the Association, the Council shall refer such resolution back to a Special or the next Annual General Meeting of members for reconsideration and final decision.
- 7.3** Should it be necessary to appoint any officials, such appointments shall be made by the Council and such appointee shall remain in the service of the Association at the discretion of the Council. They shall be paid out of the funds of the Association such honorarium or fees as the Council shall decide.

7.4. The Council has the power to appoint a Secretariat to perform functions as set by the Council.

8. ACCOUNTS

8.1 The Council shall cause to be kept books and accounts, showing all moneys received and expended on behalf of the Association, and of the matters in respect of which such receipts and expenditure take place, and of the assets, credits and balances of the Association, which shall be duly audited. Financial Statements shall be produced and approved at each Annual General Meeting.

9. GENERAL MEETINGS

9.1 A quorum at a General Meeting shall consist of twenty-one (21) members, at least eleven (11) of whom shall be Ordinary Members.

9.2 Special General meetings of the Association may be called at such times as the Council may appoint, or be called by the President, or on a requisition in writing signed by ten Ordinary Members, and notice shall be given of the time and place of such meeting to the members mines. The notice shall specify the nature of the business to be transacted, and no other than that business shall be transacted at the meeting.

9.3 The Annual General Meeting of the Association shall be held within three (3) months of the Association's financial year end, Council may extend this period by 2 months at its discretion. Notice shall be given to members of such meeting to deliberate the report from Council on the state of the Association and the Annual Financial Statements.

9.4 If within 30 minutes after the time fixed for a General Meeting a quorum is not present, the meeting shall be dissolved and all matters which might have been transacted at the meeting (other than a Special Meeting) may then be dealt with on behalf of the Association by the Council.

9.5 The President, or in his/her absence the Vice President, shall take the chair at all meetings, and if at any meeting neither of them is present, the Ordinary Members shall elect someone of their number to be chairman of the meeting.

9.6 Each Ordinary Member of the Association shall be entitled to one vote only.

9.7 Decisions at any meeting shall be decided by a majority of votes by show of hands of Ordinary Members. Any five (5) Ordinary Members may demand a ballot upon any question submitted to any meeting, and the Chairman of the meeting shall direct when and in what manner a ballot shall be taken on any such question. At any ballot the Chairman of the meeting shall appoint scrutineers, by whom the result of the ballot shall be declared.

9.8 NOTICE PERIOD OF MEETINGS

Council	14 Days
Bi-Monthly	14 Days
Annual General	21 Days

10. ORDINARY MEETINGS BY MEMBERS

- 10.1** Ordinary meetings of members will be planned and scheduled during the Annual General Meeting or a Special General Meeting.

11. ALTERATION OF CONSTITUTION AND RULES

- 11.1** These Constitution and Rules of the Association shall not be altered or amended save by resolution for the purpose passed at a properly constituted Special General or Annual General Meeting.

Any such resolution to be passed requires 60% (Sixty per cent) of all votes cast (including proxy votes). Proxy forms must be received by the Secretariat prior to the commencement of the meeting.

- 11.2** Upon such alterations, amendments or additions being made as aforesaid, the same shall be deemed and taken to be incorporated in and form part of these present rules and in the same manner and in all respects as though originally inserted therein and shall be binding upon all members of the Association without a further or special act of assent thereto.

- 11.3** Notwithstanding the above, any alteration to the Constitution and Rules of the Association must carry the approval of the South African Colliery Managers' Association.

12. DISSOLUTION

- 12.1** The Association may be dissolved by a resolution passed by a majority of two-thirds of the Ordinary Members of the Association by means of a postal ballot of all Ordinary Members called for the specific purpose. A Special General Meeting shall be called by the Council after notice of not less than 21 days.

- 12.2** The meeting shall appoint liquidators if necessary and shall decide in what manner the surplus assets of the Association after satisfaction of its debts shall be applied.

- 12.3** In the event of the required number of members not being present, the meeting shall stand adjourned to the same day in the next week at the same time and place unless such day be a public holiday, when it shall be adjourned to the day following at the same time and place. If at such adjourned meeting the required numbers of members are not present, then the members who are present may transact the business for which the meeting was called.